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8 Attorney for Kirkpatrick & Lockhart Preston Gates
 9 Ellis LLP as Ordinary Course Business Counsel

E-FILED ON

8 **UNITED STATES BANKRUPTCY COURT**
 9 **DISTRICT OF NEVADA**

10 In re:
 11 USA COMMERCIAL MORTGAGE COMPANY,
 12 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

13 In re:
 14 USA CAPITAL REALTY ADVISORS, LLC,
 15 Debtor.

Chapter 11

16 In re:
 17 USA CAPITAL DIVERSIFIED TRUST DEED
 18 FUND, LLC,
 19 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

20 In re:
 21 USA CAPITAL FIRST TRUST DEED FUND,
 22 LLC,
 23 Debtor.

**FINAL APPLICATION OF
 KIRKPATRICK & LOCKHART
 PRESTON GATES ELLIS LLP FOR
 ALLOWANCE OF ATTORNEYS'
 FEES AND REIMBURSEMENT AS
 ORDINARY COURSE BUSINESS
 COUNSEL FOR THE PERIOD
 DECEMBER 1, 2006 THROUGH
 FEBRUARY 28, 2007**

(AFFECTS ALL DEBTORS)

Date: June 22, 2007

Time: 9:30 a.m.

24 Affects:
 25 All Debtors
 26 USA Commercial Mortgage Company
 27 USA Securities, LLC
 28 USA Capital Realty Advisors, LLC
 29 USA Capital Diversified Trust Deed Fund, LLC
 30 USA First Trust Deed Fund, LLC

25 Name of Applicant: Kirkpatrick & Lockhart Preston Gates
 26 Ellis LLP

27 Authorized to Provide Professional Services: As Ordinary Course Business Counsel

1 Date of Retention: December 1, 2006 (order approving
 2 employment as ordinary course professional
 3 on October 23, 2006)
 4 Period for which Compensation and December 1, 2006 – February 28, 2007
 5 Reimbursement is sought:
 6 Amount of Fees requested: \$22,283.00
 7 Amount of Expense Reimbursement requested: \$ 247.69
 8 Total Compensation requested: \$22,530.69
 9 This is an: interim
 10 final application

12 **SUMMARY OF DISBURSEMENTS**

13 **DECEMBER 1, 2006 THROUGH FEBRUARY 28, 2007**

14 EXPENSES	15 RATE	16 TOTAL FEES
17 Delivery charges	Actual cost	\$19.60
18 Postage	Actual cost	\$ 42.18
19 Photocopy charge	\$.15 per page	\$0.54
20 Long Distance Telephone charges	Actual cost	\$0.25
21 Federal Express	Actual cost	\$32.12
22 Travel	Actual cost	\$153.00
23	Total	\$247.69

SUMMARY OF PROFESSIONALS
DECEMBER 1, 2006 – FEBRUARY 28, 2007

PROFESSIONALS	YEAR ADMITTED TO PRACTICE	HOURLY RATE	APPLICATION HOURS	TOTAL FEES
Jeffrey N. Rich	1970	\$625	.30	\$187.50
Eric Moser	1999	\$425	5.30	\$2,252.50
Eric Moser		\$500	1.40	\$700.00
Brian R. Forbes	1990	\$390	6.20	\$2,418.00
Brian R. Forbes		\$415	1.50	\$622.50
Linda G. Moore	1979	\$300	6.30	\$1,890.00
Linda G. Moore		\$340	23.50	\$7,990.00
Total			44.50	\$16,060.50
			Blended Rate	\$ 360.91
PARAPROFESSIONALS				
Viviana Wilson		\$150	20.30	\$3,045.00
Viviana Wilson		\$155	20.50	\$3,177.50
Total			40.80	\$ 6,222.50
			Blended Rate	\$152.51

Kirkpatrick & Lockhart Preston Gates & Ellis LLP (referred to herein as "K&L Gates" and/or "Applicant"), ordinary course business counsel for USA Commercial Mortgage Company, as servicing agent, in that certain bankruptcies styled In re West Hills Park Joint Venture, Case No. 06-33996 and JA Development, L.C., Case No. 06-33997-H3-11, pending in the United States Bankruptcy Court for the Southern District of Texas Houston Division ("Pending Bankruptcy Matters") and makes application to this Court for final compensation pursuant to 11 U.S.C. §§ 328, 329, 330, and 331, Fed.R.Bankr.P. 2002 and 2106, and the Guidelines of the United States Department of Justice, Office of the United States Trustee (the "Guidelines"). This Application seeks allowance and authorization for of payments received by K&L Gates as ordinary course business counsel in the Pending Bankruptcy Matters of K&L Gates' 85.30 hours of professional services rendered for the period December 1, 2006 through February 28, 2007, in the amount of \$22,283.00, as well as reimbursement for costs expended in the amount of \$247.69, for a total of \$22,530.69.

2828 N. Harwood Street, Suite 1800
Dallas, Texas 752021
Tel: (7214) 939-4900 • Fax: (214) 939-4949

I.

NARRATIVE STATEMENT OF SERVICES PERFORMED

In December, 2006, K&L Gates entered a notice of appearance in the Pending Bankruptcy Matters in an attempt to thwart the secured creditors' attempts in lifting the automatic stay of property wherein interests were tied with the referenced Debtors, without first seeking this Court's approval from this jurisdiction. After negotiations with all parties and a hearing before the Texas Court, an agreed order was entered in relation to the lifting of the automatic stay.

II.

NOTICE

A copy of the Application and the Notice of the Application will be served on the United States Trustee at or about the time the Application is filed. Guidelines §1.1.

A copy of the Notice of the Application filed in connection with the Application identifying Applicant and the amounts requested, will be served on the debtors and all identified creditors and parties-in-interest. Fed.R.Bankr.P. 2002(a) and (c)(2).

III.

STATUTORY AUTHORITY FOR RELIEF SOUGHT

11 U.S.C. §§ 328 and 330 govern the award of compensation to officers and professionals.

11 U.S.C. § 328 provides:

§ 328. Limitation on compensation of professional persons

(a) The trustee, or a committee appointed under section 1102 of this title, with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis. Notwithstanding such terms and conditions, the court may allow compensation different from the compensation provided under such terms and conditions after the conclusion of such employment, if such terms and conditions prove to have been improvident in light of developments not capable of being anticipated at the time of the fixing of such terms and conditions.

(b) If the court has authorized a trustee to serve as an attorney or accountant for the estate under section 327(d) of this title, the court may allow compensation for the trustee's services as such attorney or accountant only to the extent that the trustee performed services as attorney or accountant for the estate and not for performance of any of the

1 trustee's duties that are generally performed by a trustee without the
 2 assistance of an attorney or accountant for the estate.

3 (c) Except as provided in section 327(c), 327(e) or 1107(b) of this
 4 title, the court may deny allowance of compensation for services and
 5 reimbursement of expenses of a professional person employed under
 6 section 327 or 1103 of this title if, at any time during such professional
 7 person's employment under section 327 or 1103 of this title, such
 8 professional person is not a disinterested person, or represents or holds an
 9 interest adverse to the interest of the estate with respect to the matter on
 10 which such professional person is employed.

11 U.S.C. § 330 provides:

12 **§ 330. Compensation of officers**

13 (a) (1) After notice to the parties in interest and the United States Trustee
 14 and a hearing, and subject to sections 326, 228, and 329, the court may
 15 award to a trustee, a consumer privacy ombudsman appointed under
 16 section 332, an examiner, an ombudsman appointed under section 333, a
 17 professional person employed under section 327 or 1103 -

18 (A) reasonable compensation for actual, necessary
 19 services rendered to the trustee, examiner, professional
 20 person, or attorney and by any paraprofessional person
 21 employed by any such person; and
 22 (B) reimbursement for actual, necessary expenses.

23 (2) The court may, on its own motion or on the motion of the United
 24 States Trustee, the United States Trustee for the District or Region, the
 25 trustee for the estate, or any other party in interest, award compensation
 26 that is less than the amount of compensation that is requested.

27 (3) In determining the amount of reasonable compensation to be
 28 awarded to an examiner, trustee under Chapter 11, or professional
 1 person, the court shall consider the nature, the extent, and the value of
 2 such services, taking into account all relevant factors, including -

3 (A) the time spent on such services;
 4 (B) the rates charged for such services;
 5 (C) whether the services were necessary to the
 6 administration of, or beneficial at the time at which the
 7 services was rendered toward the completion of, a case
 8 under this title;
 9 (D) whether the services were performed within a
 10 reasonable amount of time commensurate with the
 11 complexity, importance, and nature of the problem, issue,
 12 or task addressed;
 13 (E) with respect to a professional person, whether the
 14 person is board certified or otherwise has demonstrated
 15 skill and experience in the bankruptcy field; and

1 (F) whether the compensation is reasonable based on the
 2 customary compensation charged by comparably skilled
 3 practitioners in cases other than cases under this title.

4 (4)(A) Except as provided in subparagraph (B), the court shall not allow
 5 compensation for -

6 (i) unnecessary duplication of services;
 7 or
 8 (ii) services that were not -
 9 (I) reasonably likely to benefit the debtor's estate; or
 10 (II) necessary to the administration of the case.

11

12 (5) The court shall reduce the amount of compensation
 13 awarded under this section by the amount of any interim
 14 compensation awarded under section 331, and, if the amount of such
 15 interim compensation exceeds the amount of compensation awarded
 16 under this section, may order the return of the excess to the estate.

17 (6) Any compensation awarded for the preparation of a fee
 18 application shall be based on the level and skill reasonably required to
 19 prepare the application.

20 (7) In determining the amount of reasonable compensation to
 21 be awarded to a trustee, the court shall treat such compensation as a
 22 commission, based on section 326.

23 IV.

24 **DATE, TERMS AND CONDITIONS OF 25 EMPLOYMENT OF APPLICANT**

26 K&L Gates was retained as ordinary course business counsel for the Debtors on December
 27 1, 2007, under the Order Approving Employment as Ordinary Course Professionals entered by this
 28 Court on October 23, 2006 (the "Order").

29 The terms and conditions of the Applicant's employment are that Applicant is to render
 30 services to the Debtors as deemed necessary on an hourly basis, with any award of compensation
 31 subject to the Bankruptcy Code, the Court, and any party-in-interest upon application.

32 Notwithstanding such terms and conditions, the Court may allow compensation to
 33 Applicant on terms and conditions different than as described above, if the original terms and
 34 conditions prove to have been improvident in light of developments not capable of being
 35 anticipated at the time of Applicant's employment. 11 U.S.C. § 328(a).

36 V.

AMOUNT OF COMPENSATION SOUGHT TO BE ALLOWED AND APPROVED

The within Application seeks allowance of compensation for attorneys' fees in the amount of \$22,283.00, as well as reimbursement for costs expended in the amount of \$247.69, for a total of \$22,530.69. True and correct copies of the invoices paid by the Debtors under the Order are attached hereto as Exhibit A.

VI.

EXPERTISE REQUIRED

Applicant is skilled in Texas bankruptcy insolvency proceedings and has special knowledge which enables Applicant to perform services of benefit to the Debtors. Applicant has represented numerous committees, debtors, creditors, trustees, and parties-in-interest in bankruptcy cases. Applicant is therefore particularly skilled, knowledgeable, and experienced in the representation of parties in bankruptcy cases and with the issues that may arise and are to be considered.

Wherefore, Applicant requests the Court to approve legal fees in the amount of \$22,283.00, as well as reimbursement for costs expended in the amount of \$247.69, for a total of \$22,530.69 for the period from December 1, 2006 through February 28, 2007.

DATED:

Respectfully submitted by

/s/Linda G. Moore
Linda G. Moore, Texas Bar No. 114359500
Kirkpatrick & Lockhart Preston Gates Ellis LLP
2828 N. Harwood, Suite 1800
Dallas, Texas 75201
Telephone: (214) 939-4900
Telecopier: (214) 939-4949

EXHIBIT 'A'

January 19, 2007

USA Commercial Mortgage Company
 4484 South Pecos Road
 Las Vegas, NV 89121
 Attn: Thomas J. Allison
 Chief Restructuring Officer

Our File Number : 1401015.0001
 Invoice : 1615944
 Services Through : December 31, 2006

RE: Texas Foreclosure Matters

Tax Identification Number 25 0921018

FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
12/05/06	E. Moser	0.90	Review and comment on draft 2014 affidavit (.8); email correspondence with V. Wilson and J. Rich regarding same (.1)	382.50
12/05/06	V. Wilson	3.50	Preparation of all bankruptcy pleading including, but not limited to 2014 statement, affidavits and orders (3.0); issues and resolution conflict issues (.5)	525.00
12/06/06	B. R. Forbes	4.00	Review bankruptcy emails (.3); revisions to 2014 Affidavit (1.5); conference with associate counsel (.5); review bankruptcy pleadings (1.7)	1,560.00
12/06/06	E. Moser	0.50	Review motion for stay relief and related documents filed in West Hills bankruptcy (.3); email correspondence with B. Forbes regarding recommended response to same (.2)	212.50
12/07/06	E. Moser	0.40	Review and comment on revised draft 2014 affidavit (.2); email correspondence with B. Forbes regarding response to motion for stay relief in West Hills case (.2)	170.00
12/07/06	V. Wilson	1.00	Continue review of employment issues and resolution of same (1.0)	150.00
12/08/06	E. Moser	2.10	Review ordinary course professional order (.1); email correspondence with V. Wilson regarding final comments on 2014 affidavit (.2); draft response to WULA motion for relief from stay in the West Hills JV bankruptcy (1.7); email correspondence with B. Forbes and V. Wilson regarding same (.1);	892.50
12/08/06	J. Rich	0.30	Review affidavit of disinterestedness (.3)	187.50
12/08/06	V. Wilson	4.00	Final revisions to Rule 2016 (.3); prepare same for delivery to counsel, via Federal Express (.3); final revisions to engagement letter (.7)	600.00

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
12/10/06	V. Wilson	3.20	Prepare calendar of events and deadlines and review of docket report (1.9); prepare email to counsel regarding proposed opposition to motion to modify automatic stay (.3); prepare service list (.5); prepare notice of hearing (.5)	480.00
12/11/06	B. R. Forbes	1.20	Review pleadings and motion (2.5); conference call with E. Moser regarding motion (.5); telephone conference with associate counsel (.4)	468.00
12/11/06	L. G. Moore	0.70	Review various e-mails regarding Opposition to Lifting the Stay (.2); review and revise Opposition to Motion to Lift Stay (.3); telephone conference with M. Anglin, attorney for Movant, regarding the matter (.2)	210.00
12/11/06	L. G. Moore	0.20	Review and revise Opposition and finalize for filing (.2)	60.00
12/11/06	E. Moser	0.20	Email correspondence with B. Forbes and V. Wilson regarding final comments on West Hills response papers (.2)	85.00
12/11/06	V. Wilson	5.50	Final preparation of all pleadings to be filed (2.0); final review of exhibits (2.0); preparation of L. Moore for hearing (1.0); prepare service on all claimants (.5)	825.00
12/12/06	B. R. Forbes	0.70	Telephone conference with S. Tingey regarding proof of claim and status of case (.7)	273.00
12/12/06	E. Moser	0.30	Review case calendar in West Hills matter (.1); email correspondence and telephone conference with V. Wilson regarding bar date issues (.3)	127.50
12/13/06	L. G. Moore	2.20	Travel to and from Houston for preliminary Hearing on Motion to Lift Stay (2.2)	660.00
12/13/06	L. G. Moore	0.40	Review Motion to Lift Stay, Debtor's Opposition and Deeds of Trust filed on behalf of clients (.4)	120.00
12/13/06	L. G. Moore	1.50	Attend hearing on Motion to Lift Stay (hearing passed) (1.5)	450.00
12/13/06	V. Wilson	0.40	Conference with L. Moore regarding hearing status and continuance of hearing (.2); conference with E. Moser regarding same (.2)	60.00
12/15/06	E. Moser	0.20	Email correspondence with V. Wilson regarding West Hills JV proof of claim issues (.1); telephone conference with V. Wilson regarding same (.1)	85.00

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
12/18/06	E. Moser	0.20	Email correspondence with V. Wilson regarding proof of claim status in West Hills bankruptcy (.2)	85.00
12/19/06	L. G. Moore	0.40	Review Proof of Claim and attachments and prepare for filing (.4)	120.00
12/19/06	E. Moser	0.30	Review draft proof of claim in West Hills bankruptcy (.2); email correspondence with V. Wilson regarding same (.1)	127.50
12/19/06	V. Wilson	2.00	Prepare for, review and file proof of claims (1.5); conference with counsel regarding same (.5)	300.00
12/26/06	B. R. Forbes	0.30	Conference with L. Moore and V. Wilson regarding hearing on motion for relief from stay (.3)	117.00
12/26/06	L. G. Moore	0.70	Review file and Notices of various filings (.2); telephone conference with M. Anglin's office regarding hearing on Motion to Lift Stay (.3); telephone conference with L. Maun, debtor's counsel, regarding hearing on Motion to Lift Stay (.2); confer with E. Moser in preparation for hearing on Motion to Lift Stay (.2)	210.00
12/26/06	E. Moser	0.20	Telephone conference with L. Moore and V. Wilson regarding strategy for final hearing on West Hills motion for stay relief (.2)	85.00
12/26/06	V. Wilson	0.20	Conference with E. Moser (.1); conference with B. Forbes regarding status of case (.1)	30.00
12/27/06	L. G. Moore	0.10	Review Court's Minutes of the docket call on Motion to Lift Stay and calendar new hearing date (.1)	30.00
12/29/06	L. G. Moore	0.10	Review various notices of filings made in the bankruptcy case (.1)	30.00
12/30/06	V. Wilson	0.50	Review docket sheet and update deadlines (.5)	75.00
TOTAL FEES				\$ <u>9,793.00</u>

J. Rich	0.30	hrs at	\$ 625 / hr	\$187.50
E. Moser	5.30	hrs at	\$ 425 / hr	\$2,252.50
B. R. Forbes	6.20	hrs at	\$ 390 / hr	\$2,418.00
L. G. Moore	6.30	hrs at	\$ 300 / hr	\$1,890.00
V. Wilson	20.30	hrs at	\$ 150 / hr	\$3,045.00
TOTAL FEES				\$ <u>9,793.00</u>

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DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Postage	42.18
Photocopying	0.54
Federal Express	32.12
Local Courier	19.60
DISBURSEMENTS & OTHER CHARGES	\$ <u>94.44</u>

INVOICE SUMMARY

Fees	\$ 9,793.00
Disbursements and Other Charges	\$ 94.44
CURRENT INVOICE DUE	\$ <u>9,887.44</u>

February 15, 2007

USA Commercial Mortgage Company
 4484 South Pecos Road
 Las Vegas, NV 89121
 Attn: Thomas J. Allison
 Chief Restructuring Officer

Our File Number : 1401015.0001
 Invoice : 1625694
 Services Through : January 31, 2007

RE: Texas Foreclosure Matters

Tax Identification Number 25 0921018

FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
01/05/07	V. Wilson	1.00	Review statement for submission to court (1.0)	155.00
01/09/07	L. G. Moore	3.50	Prepare for hearing on Motion to Modify Stay (2.5); telephone conference with E. Moser, M. Platt, S. Tingey and L. Marion about Agreed Order between Movant and Debtor (.5); review proposed Agreed Order (.4); exchange e-mails with E. Moser regarding the Order (.1)	1,190.00
01/09/07	E. Moser	0.50	Telephone conference with L. Moore and V. Wilson regarding strategy for hearing on stay relief motion and proposed form of order (.2); review proposed form of order from first lienholder (.1); email correspondence with L. Moore regarding same (.2)	250.00
01/09/07	V. Wilson	7.80	Prepare exhibit list (1.0); various conferences with opposing counsel and secured creditor (1.0); prepare exhibit list for filing (.5); prepare exhibits for tendering to court (3.0); prepare for trial notebook (2.3)	1,209.00
01/10/07	L. G. Moore	9.00	Travel to Houston for hearing (1.5); review response in preparation for hearing (.5); attend docket call (1.0); discuss proposed order with counsel for Western United and Boxcar (.5); discuss matter with Debtor's counsel (.5); telephone conference with S. Tingey about the order (.5); attend hearing on the Motion to Modify the Stay (3.0); telephone message to S. Tingey about the hearing and return travel to Dallas (1.5)	3,060.00

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
01/10/07	V. Wilson	1.90	Conference with L. Moore (.3); various conferences with Court regarding delay of flight and request for appearance at 11:00 a.m. docket (.5); confirmation with Court regarding acceptance of same (.5); verification of appearance at docket (.5); conference with L. Moore regarding findings (.1)	294.50
01/11/07	L. G. Moore	1.90	Review proposed revised Order on Motion to Modify the Stay and e-mail to S. Tingey regarding the order (.4); review notice of final hearing on the Motion to Modify and calendar the hearing date (.5); review voice mail message from L. Maun regarding the appraisal on the Hundable property (.2); telephone message and e-mail to S. Tingey regarding L. Maun's request for the appraisal (.5); review e-mail from S. Tingey regarding the appraisal being work product (.3)	646.00
01/11/07	E. Moser	0.50	Review West Hills case calendar (.1); brief review of plan and disclosure statement (.4)	250.00
01/11/07	V. Wilson	6.50	Review of plan and disclosure statement (4.5); review exhibits (2.0)	1,007.50
01/12/07	L. G. Moore	1.30	Review signed Order Lifting the Stay and e-mail Order to S. Tingey (.2); review Order setting the final hearing on the Motion to Modify the Stay and confirm hearing calendared (.5); review letter from S. Tingey to M. Platt (.3); telephone message to L. Maun regarding the appraisal of the Huntsville property (.3)	442.00
01/16/07	L. G. Moore	0.60	Review voice mail message from L. Maun regarding Huntsville appraisal (.4); exchange e-mails with S. Tingey regarding the appraisal (.2)	204.00
01/17/07	L. G. Moore	0.40	Voice mail message to L. Maun regarding the Huntsville appraisal (.1); exchange e-mails with S. Tingey regarding the appraisal and objecting to the Disclosure Statement (.3)	136.00
01/19/07	L. G. Moore	0.10	Review e-mail from L. Maun regarding posting the property for foreclosure and e-mail to S. Tingey regarding the posting (.1)	34.00
01/23/07	L. G. Moore	0.50	Review Westlin's Motion to Modify the Stay (.4); review e-mail from S. Tingey and Objections to the Debtors' Disclosure Statement (.1)	170.00

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
01/24/07	B. R. Forbes	1.50	Review status of file objections (.5); review objection (1.0)	622.50
01/24/07	L. G. Moore	1.80	Review Western United's Objections to Debtors' Disclosure Statement and Debtors' Monthly Operating Report and e-mail both to S. Tingey (1.0); review and revise USA's Objections to Debtors' Disclosure Statement and have it filed (.5)	612.00
01/24/07	V. Wilson	2.20	Review, revise and file Objection to Disclosure Statement (2.2)	341.00
01/25/07	L. G. Moore	0.40	Review e-mail from L. Maun regarding the status of the sale of the Montgomery property (.3); e-mail to S. Tingey (.1)	136.00
01/25/07	V. Wilson	0.50	Telephone conference with client regarding filing of Disclosure Statement objection and status of case (.5)	77.50
01/26/07	L. G. Moore	0.10	Telephone conference with C. Braun, counsel for the third lien holder on the Montgomery County property, regarding the foreclosure and potential sale (.1)	34.00
01/29/07	L. G. Moore	0.10	Review Exhibit List filed by WULA for the hearing on the Motion to Modify the Stay (.1)	34.00
01/30/07	L. G. Moore	0.90	Telephone conference with S. Tingey regarding the pending motions and objections (.5); e-mail to S. Tingey regarding the hearing on the pending motions (.1); telephone conference with M. Platt, attorney for WULA about the upcoming hearing (.3)	306.00
01/31/07	L. G. Moore	0.70	Review several filings in the case including Box Car's Objections to Disclosure Statement and WULA's transfer to Cross Development and forward those filings to S. Tingey and S. Strong (.5); review Courtroom Minutes from hearing on Motion to Modify Stay and Debtors' Disclosure Statement (.2); exchange e-mails with S. Strong (.1)	238.00
TOTAL FEES				\$ <u>11,449.00</u>

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E. Moser	1.00 hrs at \$ 500 / hr	\$500.00
B. R. Forbes	1.50 hrs at \$ 415 / hr	\$622.50
L. G. Moore	21.30 hrs at \$ 340 / hr	\$7,242.00
V. Wilson	19.90 hrs at \$ 155 / hr	\$3,084.50
TOTAL FEES	43.70 hrs	\$ <u>11,449.00</u>

DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Travel – L. Moore to Houston, TX 1/10/07 Attending Hearing	153.00
DISBURSEMENTS & OTHER CHARGES	\$ <u>153.00</u>

OUTSTANDING INVOICES

DATE	INVOICE#	FEES	DISB.	TOTAL A/R
01/19/07	1615944	9,793.00	94.44	9,887.44
				\$ <u>9,887.44</u>

INVOICE SUMMARY

Fees	\$ 11,449.00
Disbursements and Other Charges	\$ 153.00

CURRENT INVOICE DUE	\$ <u>11,602.00</u>
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Prior Unpaid Invoice(s)	\$ <u>9,887.44</u>
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TOTAL AMOUNT DUE	\$ <u>21,489.44</u>
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March 15, 2007

USA Commercial Mortgage Company
 4484 South Pecos Road
 Las Vegas, NV 89121
 Attn: Thomas J. Allison
 Chief Restructuring Officer

Our File Number : 1401015.0001
 Invoice : 1636869
 Services Through : February 28, 2007

RE: Texas Foreclosure Matters

Tax Identification Number 25 0921018

FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
02/01/07	L. G. Moore	1.40	Exchange e-mails with S. Strong regarding West Hills bankruptcy filings (.1); review Notice of non-compliance filed by Cross Development (.3); exchange several e-mails with L. Maun regarding the Court's Order in the USA bankruptcy matter (.2); telephone conference with S. Strong regarding the USA bankruptcy judge's ruling regarding the Stay (.5); telephone conference with an attorney at Porter Hedges regarding the status of the Stay in the USA bankruptcy case (.3)	476.00
02/01/07	E. Moser	0.10	Email correspondence with L. Moore regarding status of response to WULA sale notice (.1)	50.00
02/01/07	V. Wilson	0.60	Conference with L. Moore (.3); review docket (.3)	93.00
02/02/07	L. G. Moore	0.70	Review signed Order Modifying the Stay so Cross Development can proceed with the foreclosure (.3); e-mail Order to S. Strong (.1); review proposed Order from S. Strong (.1); telephone conference with M. Platt about the status of the various matters (.2)	238.00
02/02/07	E. Moser	0.30	Review form of order enforcing automatic stay against WULA (.2); email correspondence with L. Moore regarding same (.1)	150.00
02/13/07	V. Wilson	0.00	Review and revise invoice, pursuant to Bankruptcy Code;	0.00
02/15/07	L. G. Moore	0.10	Review e-mail from debtor's counsel, L. Maun, regarding status of proposed sale and posting for foreclosure by Western United and e-mail to S. Tingey regarding the matter	34.00

TOTAL FEES \$ 1,041.00

K&L|GATES

E. Moser	0.40 hrs at \$ 500 / hr	\$200.00
L. G. Moore	2.20 hrs at \$ 340 / hr	\$748.00
V. Wilson	0.60 hrs at \$ 155 / hr	\$93.00
TOTAL FEES	3.20 hrs	\$ <u>1,041.00</u>

DISBURSEMENTS & OTHER CHARGES

DESCRIPTION	AMOUNT
Long Distance Telephone	0.25
DISBURSEMENTS & OTHER CHARGES	\$ <u>0.25</u>

OUTSTANDING INVOICES

DATE	INVOICE#	FEES	DISB.	TOTAL A/R
01/19/07	1615944	9,793.00	94.44	9,887.44
02/15/07	1625694	11,449.00	153.00	11,602.00
		OUTSTANDING BALANCE		\$ <u>21,489.44</u>

INVOICE SUMMARY

Fees	\$ 1,041.00
Disbursements and Other Charges	\$ 0.25
CURRENT INVOICE DUE	\$ <u>1,041.25</u>
 Prior Unpaid Invoice(s)	 \$ <u>21,489.44</u>
TOTAL AMOUNT DUE	\$ <u>22,530.69</u>